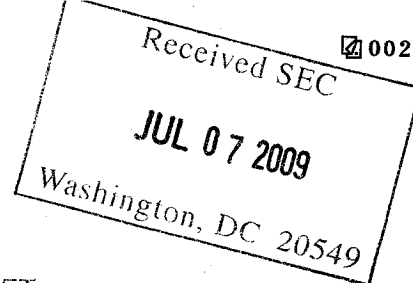




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THE NASDAQ STOCK MARKET  
9500 BLACKWELL ROAD  
ROCKVILLE MD 20850



Gary Sundick  
Vice President  
Listing Qualifications

CERTNAS  
001-33365

By Facsimile and First Class Mail

July 7, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on July 7, 2009, The Nasdaq Stock Market (the "Exchange") received from USA Technologies, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Subscription Rights to purchase common stock  
Attached Warrants to purchase common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,